

**BY-LAWS OF THE  
TELECOMMUNICATIONS INDUSTRY REGISTERED APPRENTICESHIP PROGRAM**

**Article I**

**STATEMENT OF PURPOSE**

The purpose of the Telecommunications Industry Registered Apprenticeship Program (TIRAP) is to assist in the development an advance, qualified and safety-conscious telecommunications industry workforce.

**Article II**

**EXECUTIVE BOARD**

**Section 1. Governing Powers.** The governing body of the TIRAP shall be the Executive Board. The Executive Board shall have supervision, control and direction over the development and approval of training programs for the TIRAP; it shall determine the policies of the Program; the Executive Board may generally adopt such rules and regulations for the conduct of its business as it shall deem advisable.

**Section 2. Role of the U.S. Department of Labor.** Consistent with the National Apprenticeship Act (29 U.S.C. 50 *et seq.*), the Executive Board shall act in conjunction with the U.S. Department of Labor, Employment and Training Administration; Office of Apprenticeship (OA) in the establishment and oversight of the TIRAP. The Executive Board shall advise the OA on the ongoing administration and development of the TIRAP. The OA shall have responsibility for tracking the training program and issuing nationally-recognized credentials to those apprentices who complete the program.

**Section 3. Qualification.** Eligibility to serve as a member of the Executive Board, if elected, shall be determined by the appointment process outlined in Article II, Section 5. No single entity, company, or association shall be represented by more than one position on the Executive Board. The Executive Board members shall serve without compensation.

**Section 4. Number & Term.** The Executive Board shall be composed of a maximum of ten (10) and a minimum of five (5) members. Terms for members will be either two (2) or three (3) years and shall be determined at election to maintain a simple majority of members in three (3) year terms. For purposes of determining the term for Executive Board members, a year shall commence upon election or appointment and shall end on the nearest business day preceding the Executive Board meeting subsequent to two (2) calendar years (or three [3] as determined by term assigned) after election or appointment.

## **Section 5. Nomination, Election and Appointment of Executive Board Members.**

- A. Nomination of Executive Board Members. Nomination of candidates for the Executive Board shall be made by the Advisory Industry Associations (Associations). Each Association shall have the right to nominate a candidate for each vacant position on the Executive Board. These Associations must report their nominations to the Secretary of the Executive Board.
- B. Election of Executive Board Members. Each Advisory Industry Association is entitled to one (1) vote for each vacant position. A simple majority is required for each vacant position. Ballots should be sent to the Secretary of the current Executive Board. In case of tie vote for any position, a run-off between those candidates receiving the most votes will be held by the members of the Executive Board. Such run-off election will be determined by simple majority of Executive Board member votes. The Secretary of the Executive Board will notify the OA prior to the installment of the new board members.
- C. Vacancies. Any vacancy occurring in the Executive Board may be filled by the affirmative vote of a majority of the then remaining members. A member appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor.

**Section 6. Meetings.** The Chairperson of the Executive Board shall call meetings, either assembled, via internet or telephonic, of the Executive Board as occasion requires, provided that the Executive Board must hold assembled meetings at least four (4) times a year and the Chairperson must provide written notice of such meeting(s) at least three (3) days prior to the meeting(s). The Chairperson must call a meeting of the Executive Board if requested to do so by at least fifty-one percent (51%) of the Executive Board members, and shall provide written notice of such a meeting at least three (3) days prior to the meeting, stating in the notice the business to be transacted at the meeting. Executive Board members are expected to participate in all requested meetings. Executive Board members may send substitute representatives to participate in Board meetings. A substitute representative is permitted to participate, however he/she may not vote on Board matters. Executive Board members may call an executive session of the Board that is closed to all, but Executive Board members and OA representatives.

**Section 7. Voting.** Each Executive Board member shall be entitled to one (1) vote on matters before the Board. A minimum of fifty one percent (51%) of the current installed board members shall constitute a quorum. All action required or permitted to be taken by the Board hereunder shall be determined by vote of a majority of the members participating in the meeting, except the following actions, which require a two-thirds majority: adding an Advisory Industry Association; creating a committee; amending these by-laws; appointing an Executive Board member; electing an Executive Board member via a run-off. The Executive Board may remove an Advisory Industry Association from nominating and electing board members only by unanimous vote of all installed board members.

Executive Board members shall have the duty and ability to recuse themselves in the event of a conflict of interest or for other fiduciary reasons.

### **Article III**

#### **OFFICERS**

**Section 1. Number.** The Executive Board shall elect from its members a Chairperson, Vice Chairperson and Secretary, and such assistants thereto as the Board may from time to time establish.

**Section 2. Term.** The Chairperson, Vice Chairperson and Secretary shall hold office for the extent of their elected board term or until their successors are duly elected and installed. In the event a vacancy occurs during a term of office, the Executive Board shall appoint an Officer to serve for the unexpired term.

**Section 3. Duties.**

- A. Chairperson. The Chairperson of the Executive Board shall preside at all Board meetings, and shall perform such other duties and functions as custom and parliamentary usage required. In the absence or inability of the Chairperson to serve, the Vice Chairperson will assume the duties of Chairperson for the remainder of the term.
- B. Vice Chairperson. The Vice Chairperson shall assist the Chairperson in presiding at Board meetings.
- C. Secretary. The Secretary shall provide for the preparation and maintain custody of the minutes of official meetings of the Association, and serve as the official overseer of all records, papers, and other documents pertaining to the program.
- D. Board of Directors. The Board of Directors may, from time to time, appoint assistants to the Chairperson and the Secretary, who shall aid and assist in the performance of their duties as such.

**Section 4. Chairperson Emeritus.** The immediate past Chairperson shall be designated Chairperson Emeritus and shall be entitled to attend Board meetings and represent the Board at its direction. The Chairperson Emeritus will not have a vote on the Executive Board, unless they hold another board seat.

### **Article IV**

#### **COMMITTEES**

**Section 1. Committee Establishment.** The Board may create one or more committees to advance the interests of the TIRAP. Such committees serve at the pleasure of the Board and must have all substantive actions approved by the Board. The Board may add to, diminish or modify the number of members, powers, authority and responsibilities of any additional committee. Each committee may adopt rules for

its governance which are not inconsistent with these By-Laws or inconsistent with any resolution adopted by the Board.

## **Article V**

### **AMENDMENT**

**Section 1. Proposed Amendments.** A proposed amendment to the By-Laws may be initiated by a majority vote of the Board.

**Section 2. Approval.** The By-Laws may be amended by a two-thirds (2/3) vote of the full Board.

**Section 3. Effective Date.** Unless otherwise specified or required for the proper implementation thereof, any amendment(s) to these By-Laws shall become effective upon adoption by the vote of the Board.

## **Article VI**

### **ANTI-TRUST GUIDELINES**

The TIRAP and its Executive Board are committed to full compliance with all laws and regulations, including the antitrust laws, and to maintaining the highest ethical standards in their activities. The Guidelines below are designed to help Board members and committee participants avoid even the appearance of impropriety in participation at meetings and activities. In the absence of specific legal advice to the contrary, you should strictly adhere to these Guidelines.

1. **Do** use an agenda and take accurate minutes at every meeting. Where sensitive antitrust subjects may arise, have counsel review the agenda and minutes before they are put into final form and circulated and request that counsel attend meetings.
2. **Do not** discuss with other member companies, whether in private or at meetings:
  - (a) your own or a competitor's current or future pricing;
  - (b) anything that may affect prices, including:
    - (i) costs,
    - (ii) discounts,
    - (iii) terms of contracts with customers or suppliers, or
    - (iv) purchase, credit, or profit margins, including what constitutes a "fair" profit margin;
  - (c) the prices your customers should charge for their products;
  - (d) allocating or dividing markets, customers, territories, or products;
  - (e) your own or a competitor's current or future production, output, disruptions, or down-time;
  - (f) your own or a competitor's current or future business or marketing plans;
  - (g) supplier or customer disputes or complaints or suggest collaborating to punish, harm, or boycott a supplier or customer; or

- (h) any other competitively sensitive information.
- 3. **Do not** stay at a meeting or other gathering where such inappropriate talk occurs.
- 4. **Do not** make public announcements or statements about your own prices or those of competitors at TIRAP functions.

The above Guidelines apply to both official TIRAP meetings, as well as informal gatherings surrounding those meetings. Should an improper discussion take place, you should immediately protest, and if the improper discussion continues, remove yourself from the situation. Note that these Guidelines do not deal with every context in which a disallowed discussion may occur. If there is any doubt as to whether a subject matter may be improper, you should refrain from that discussion until you can consult with counsel.